

**AMENDMENTS TO THE SPECIFICATION:**

Please insert the following paragraph at the beginning of page 1:

**RELATED APPLICATIONS**

This application claims all the benefits and priority to United States provisional application no. 60/175,338, filed on January 10, 2000.

This listing of claims will replace all prior versions, and listings, of claims in the application:

**LISTING AND AMENDMENT OF CLAIMS:**

1. (Amended) A headliner assembly comprising:  
  
at least one core layer having upper and lower surfaces and formed of loosely intertangled polyester fibers; and  
  
a pair of bi-component layer formed of densely intertangled polyester fibers and attached to said respective upper and lower surfaces of said core layer, wherein said fibers of at least one of said bi-component layers are needled with said fibers of said core layer to intertangle said respective fibers and attach said bi-component layer to said core layer.
  
2. (Original) A headliner assembly as set forth in claim 1 further including an outer covering layer attached to at least one of said bi-component layers.